



UPPER MERION & PLYMOUTH RAILROAD COMPANY

A SUBSIDIARY OF FSC CORPORATION

Box 404

CONSHOHOCKEN, PA., 19428

TELEPHONE: (215) 275-2066

March 26, 1982

RECORDATION NO. 11380-B
FILED 1982

APR -1 1982 -11 25 AM

INTERSTATE COMMERCE COMMISSION

2-191A010

No.

APR 1 1982

Date

Fee \$ 10.00

ICC Washington, D. C.

Ms. Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
Washington, DC 20423

Dear Madam:

Enclosed for recordation pursuant to the provisions of Section 11303 of Title 49 of the United States Code and the regulations thereunder are the original and counterparts of Amendment to Lease and Management Agreement, a secondary document, dated April 10, 1981.

The primary document to which this is connected is recorded under Recordation Number 11380.

The names and addresses of the parties to the enclosed documents are:

Lessor: Funding Systems Railcars, Inc.
2215 Sanders Road
Suite 370
Northbrook, Illinois 60062

Lessee: Upper Merion & Plymouth Railroad Company
Box 404, 23 River Road
Conshohocken, Pennsylvania 19428

A general description of the railroad equipment covered by the enclosed documents is, as follows:

Fifty (50) XM railroad boxcars bearing reporting mark and numbers WSOR 14000 through WSOR 14049, inclusive.

The original and all extra copies of the enclosed documents should be returned to Ms. Sharon Schumacher of Funding Systems Railcars, Inc., 2215 Sanders Road, Suite 370, Northbrook, Illinois 60062.

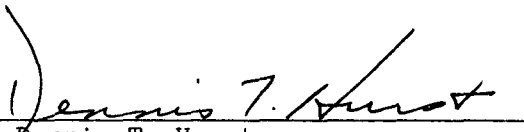
Ms. Agatha L. Mergenovich
Interstate Commerce Commission
March 26, 1982
Page 2

Also enclosed is a remittance in the amount of \$10.00 for payment of recordation fees.

I am an officer of Upper Merion & Plymouth Railroad Company, and have knowledge of the matters set forth herein.

Very truly yours,

Upper Merion & Plymouth Railroad Company

By 
Dennis T. Hurst

DTH/sb

Enclosure

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

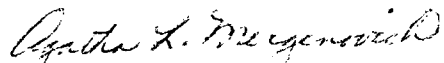
Ms. Sharon Schumacher
Funding Systems Railcars, Inc.
2215 Sanders Road
Suite 370
Northbrook, Illinois 60062

April 1, 1982

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/1/82 at 11:25AM , and assigned re-recording number(s). 11390-B

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure(s)

APR -1 1982 -11 25 AM

INTERSTATE COMMERCE COMMISSION

AMENDMENT

TO

LEASE AND MANAGEMENT AGREEMENT

Dated as of December 31, 1979

Between

FUNDING SYSTEMS RAILCARS, INC.,

as Lessor

AND

UPPER MERION & PLYMOUTH RAILROAD COMPANY

as Lessee/Manager

FIFTY (50) XM TYPE RAILROAD BOXCARS

AMENDMENT
TO
LEASE AND MANAGEMENT AGREEMENT

THIS AMENDMENT is dated as of the 10th day of April, 1981 and amends that certain Lease and Management Agreement dated as of the 31st day of December, 1979 (the "Lease") between Funding Systems Railcars, Inc. (the "Lessor") and Upper Merion & Plymouth Railroad Company (the "Lessee/Manager").

WHEREAS the parties hereto are parties to the Lease Agreement which was filed with the Interstate Commerce Commission at Recordation Number 11380 on January 16, 1980; and

WHEREAS, the parties hereto now desire to amend the Lease Agreement as hereinafter provided.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto do hereby agree as follows:

1. Equipment The Lease Agreement covers certain railroad boxcars (the "Equipment") more fully described on a Schedule to the Lease Agreement. The parties hereto agree that the Lessee may change the equipment numbers on certain items of the Equipment and that the Lease Agreement and Schedule thereto are hereby amended to change the equipment numbers of the following items of Equipment:

<u>The item of Equipment bearing the number</u>	<u>Shall be changed to equipment number</u>
PARY 14000	WSOR 14000
PARY 14001	WSOR 14001
PARY 14002	WSOR 14002
PARY 14003	WSOR 14003
PARY 14004	WSOR 14004
PARY 14005	WSOR 14005
PARY 14006	WSOR 14006
PARY 14007	WSOR 14007
PARY 14008	WSOR 14008
PARY 14009	WSOR 14009
PARY 14010	WSOR 14010
PARY 14011	WSOR 14011
PARY 14012	WSOR 14012
PARY 14013	WSOR 14013
PARY 14014	WSOR 14014
PARY 14015	WSOR 14015
PARY 14016	WSOR 14016
PARY 14017	WSOR 14017
PARY 14018	WSOR 14018
PARY 14019	WSOR 14019
PARY 14020	WSOR 14020
PARY 14021	WSOR 14021

The item of Equipment
bearing the number

Shall be changed to
equipment number

PARY 14022	WSOR 14022
PARY 14023	WSOR 14023
PARY 14024	WSOR 14024
PARY 14025	WSOR 14025
PARY 14026	WSOR 14026
PARY 14027	WSOR 14027
PARY 14028	WSOR 14028
PARY 14029	WSOR 14029
PARY 14030	WSOR 14030
PARY 14031	WSOR 14031
PARY 14032	WSOR 14032
PARY 14033	WSOR 14033
PARY 14034	WSOR 14034
PARY 14035	WSOR 14035
PARY 14036	WSOR 14036
PARY 14037	WSOR 14037
PARY 14038	WSOR 14038
PARY 14039	WSOR 14039
PARY 14040	WSOR 14040
PARY 14041	WSOR 14041
PARY 14042	WSOR 14042
PARY 14043	WSOR 14043
PARY 14044	WSOR 14044
PARY 14045	WSOR 14045
PARY 14046	WSOR 14046
PARY 14047	WSOR 14047
PARY 14048	WSOR 14048
PARY 14049	WSOR 14049

2. Further Modification Except as expressly set forth herein, the Lease Agreement shall remain in full force and effect, unamended and unmodified.

IN WITNESS WHEREOF, the Lessee and the Lessor have executed this Amendment as of the day and year first above written.

ATTEST:

FUNDING SYSTEMS RAILCARS, INC.

Mark S. Gentuso

By Jennio T. Hurst
Title: VICE PRESIDENT

ATTEST:

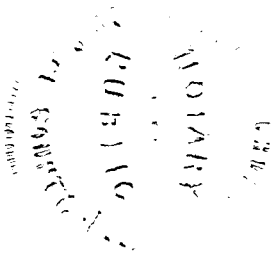
UPPER MERION & PLYMOUTH RAILROAD COMPANY

Stephen J. Prawnik

By Earl L. Freeman
Title: Vice President

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 10th day of APRIL, 1981, before me, personally appeared DENNIS AURST to me personally known, who being by me duly sworn, says that he is VICE PRESIDENT of Funding Systems Railcars, Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Sharon Schumacher
Notary Public

My Commission Expires October 20, 1982

[SEAL]

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 10 day of April, 1981, before me, personally appeared Earl Freeman to me personally known, who being by me duly sworn, says that he is VICE PRESIDENT of Upper Merion & Plymouth Railroad Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Carmen Montagano
Notary Public

My Commission Expires October 20, 1984



[SEAL]